

## **IC 23-17-23**

### **Chapter 23. Administrative Dissolution**

#### **IC 23-17-23-1**

##### **Grounds**

Sec. 1. The secretary of state may commence a proceeding under section 2 of this chapter to administratively dissolve a corporation if the following occur:

- (1) The corporation does not pay within sixty (60) days after they are due any taxes or penalties imposed by this article or other law.
- (2) The corporation does not deliver the corporation's annual report to the secretary of state within sixty (60) days after the report is due.
- (3) The corporation is without a registered agent or registered office in Indiana for at least sixty (60) days.
- (4) The corporation does not notify the secretary of state within sixty (60) days that the corporation's:
  - (A) registered agent or registered office has been changed;
  - (B) registered agent has resigned; or
  - (C) registered office has been discontinued.
- (5) The corporation's period of duration, if any, stated in the corporation's articles of incorporation expires.
- (6) The secretary receives credible evidence that the corporation is engaged in:
  - (A) illegal activity; or
  - (B) activity not authorized by the corporation's articles of incorporation.

*As added by P.L.179-1991, SEC.1. Amended by P.L.92-2013, SEC.79.*

#### **IC 23-17-23-2**

##### **Procedure for dissolution; notice; certificate of dissolution; winding up affairs; authority of registered agent**

Sec. 2. (a) If the secretary of state determines that a ground exists under section 1 of this chapter for dissolving a corporation, the secretary of state shall serve the corporation with written notice of the determination under IC 23-17-6-4.

- (b) If the corporation does not:
- (1) correct each ground for dissolution; or
  - (2) demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist;

within at least sixty (60) days after service of the notice is perfected under IC 23-17-6-4, the secretary of state may administratively dissolve the corporation by signing a certificate of dissolution that recites the grounds for dissolution and the effective date of the dissolution. The secretary of state shall file the original of the certificate and serve a copy on the corporation under IC 23-17-6-4.

- (c) A corporation administratively dissolved continues the

corporation's corporate existence but may not carry on any activities except those necessary to wind up and liquidate the corporation's affairs under IC 23-17-22-5 and notify the corporation's claimants under IC 23-17-22-6 and IC 23-17-22-7.

(d) The administrative dissolution of a corporation does not terminate the authority of the corporation's registered agent.

*As added by P.L.179-1991, SEC.1.*

### **IC 23-17-23-3**

#### **Reinstatement**

Sec. 3. (a) A corporation administratively dissolved under section 2 of this chapter may apply to the secretary of state for reinstatement.

An application for reinstatement must do the following:

- (1) Recite the name of the corporation and the effective date of the corporation's administrative dissolution.
- (2) State that the ground or grounds for dissolution either did not exist or have been eliminated.
- (3) State that the corporation's name satisfies the requirements of IC 23-17-5-1.
- (4) Contain a certificate from the department of state revenue reciting that taxes owed by the corporation have been paid.

(b) If the secretary of state determines that:

- (1) the application contains the information required by subsection (a); and
- (2) the information is correct;

the secretary of state shall cancel the certificate of dissolution and prepare a certificate of reinstatement reciting that determination and the effective date of reinstatement, file the original of the certificate, and serve a copy on the corporation under IC 23-17-6-4.

(c) When reinstatement becomes effective, the reinstatement relates back to and takes effect as of the effective date of the administrative dissolution and the corporation resumes carrying on the corporation's activities as if the administrative dissolution had never occurred.

*As added by P.L.179-1991, SEC.1.*

### **IC 23-17-23-4**

#### **Denial of application for reinstatement; notice; appeal**

Sec. 4. (a) If the secretary of state denies a corporation's application for reinstatement following administrative dissolution, the secretary of state shall serve the corporation under IC 23-17-6-4 with a written notice that explains the reason or reasons for denial.

(b) The corporation may appeal the denial of reinstatement to the circuit court or superior court of the county where:

- (1) the corporation's principal office is located; or
- (2) if the principal office is not located in Indiana, the corporation's registered office is located;

within thirty (30) days after service of the notice of denial is perfected.

(c) A corporation appeals by petitioning the court to set aside the

dissolution and attaching to the petition copies of the following:

- (1) The secretary of state's certificate of dissolution.
- (2) The corporation's application for reinstatement.
- (3) The secretary of state's notice of denial.

(d) The court may do the following:

- (1) Order the secretary of state to reinstate the dissolved corporation.
- (2) Take other action the court considers appropriate.

(e) The court's final decision may be appealed as in other civil proceedings.

*As added by P.L.179-1991, SEC.1.*